Replace the paragraph beginning at page 14, line 23, with the following:

More preferred 5-lipoxygenase inhibitors include masoprocol, tenidap, zileuton, flobufen, lonapalene, tagorizine, Abbott A-121798, Abbott A-76745, Abbott A-78773, Abbott A-79175, Abbott ABT 761, Dainippon AL-3264, Bayer Bay-x-1005, Biofor BF-389, bunaprolast, Cytomed CMI-392, Takeda CV-6504, Ciba-Geigy CGS 26529, enazadrem phosphate, Leo Denmark ETH-615, flezelastine hydrochloride, Merck Frosst L 663536, Merck Frosst L 699333, Merckle ML-3000, rilopriox, Schering Plough SCH 40120, tepoxalin, linazolast (TMK-688), Zeneca ZD 7717, Zeneca ZM-216800, Zeneca ZM 230487, and Zeneca ZD-2138.

Replace the paragraph beginning at page 15, line 1, with the following:

Even more preferred 5-lipoxygenase inhibitors include tenidap, zileuton, flobufen, lonapalene, tagorizine, Abbott A-121798, Abbott A-76745, Abbott A-78773, Abbott A-79175, Abbott ABT 761, Ciba-Geigy CGS 26529, Biofor BF-389, Cytomed CMI-392, Leo Denmark ETH-615, Merck Frosst L 699333, Merckle ML-3000, linazolast (TMK-688), Zeneca ZD 7717, Zeneca ZM-216800, Zeneca ZM 230487, and Zeneca ZD-2138.

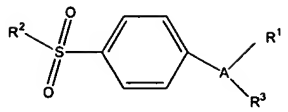
IN THE CLAIMS:

Replace claim 9 with the following:

9. (once amended) A composition comprising a therapeutically-effective amount of a cyclooxygenase-2 inhibition, a 5-lipoxygenase inhibitor and an immunosuppressive drug selected from antiproliferation agents, antiinflammatory-acting compounds and inhibitors of leukocyte activation.

Replace claim 10 with the following:

10. (once amended) The composition of Claim 9 wherein the cyclooxygenase-2 inhibitor is selected from 5-bromo-2-(4-fluorophenyl)-3-[4-(methylsulfonyl)phenyl]-thiophene, N-[2-cyclohexyloxy)-4-nitrophenyl]-methanesulfonamide, 1,1-dioxide-4-hydroxy-2-methyl-N-(5-methyl-2-thiazolyl)-2H-1,2-benzothiazine-3-carboxamide, N-[6-(2,4-difluorophenoxy)-2,3-dihydro-1-oxo-1H-inden-5-yl]-methanesulfonamide and compounds of Formula I



wherein A is a 5-or 6-member ring substituent selected from partially unsaturated or unsaturated heterocyclo and carbocyclic rings;

wherein R^1 is at least one substituent selected from heterocyclo, cycloalkyl, cycloalkenyl and aryl, wherein R^1 is optionally substituted at a substitutable position with one or more radicals selected from alkyl, haloalkyl, cyano, carboxyl, alkoxycarbonyl, hydroxyl, hydroxyalkyl, haloalkoxy, amino, alkylamino, arylamino, nitro, alkoxyalkyl, alkylsulfinyl, halo, alkoxy and alkylthio;

wherein R^2 is selected from alkyl, and amino; and

wherein R^3 is a radical selected from halo, alkyl, alkenyl, alkynyl, oxo, cyano, carboxyl, cyanoalkyl, heterocyclooxy, alkyloxy, alkylthio, alkylcarbonyl, cycloalkyl, aryl, haloalkyl, heterocyclo, cycloalkenyl, aralkyl, heterocycloalkyl, acyl, alkylthioalkyl, hydroxyalkyl, alkoxycarbonyl, arylcarbonyl, aralkylcarbonyl, aralkenyl, alkoxyalkyl, arylthioalkyl, aryloxyalkyl, aralkylthioalkyl, aralkoxyalkyl, alkoxyaralkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonylalkyl, alkylaminocarbonyl, N-arylaminocarbonyl, N-alkyl-N-arylaminocarbonyl, alkylaminocarbonylalkyl, carboxyalkyl, alkylamino, N-arylamino, N-aralkylamino, N-alkyl-N-aralkylamino, N-alkyl-N-arylamino, aminoalkyl, alkylaminoalkyl, N-arylaminoalkyl, N-aralkylaminoalkyl, N-alkyl-N-aralkylaminoalkyl, N-alkyl-N-arylaminoalkyl, aryloxy, aralkoxy, arylthio, aralkylthio, alkylsulfinyl, alkylsulfonyl, aminosulfonyl, alkylaminosulfonyl, N–arylaminosulfonyl, arylsulfonyl, N-alkyl-N-arylaminosulfonyl;

or a pharmaceutically-acceptable salt thereof.

B4 cont'd

Replace claim 11 with the following:

11. (once amended) The composition of Claim 9 wherein the 5-lipoxygenase inhibitor is selected from (R*,S*)-4,4-(2,3-dimethyl-1,4-butanediyl)bis-1,2-benzenediol, (Z)-5-Chloro-2,3-dihydro-3-(hydroxy-2-thienylmethylene)-2-oxo-1H-indole-1-carboxamide, N-(1-Benzo[b]thien-2-yl-ethyl)-N-hydroxyurea, 4-[2',4'-difluorbiphenyl]-4-oxo-methyl-butanic acid, 6-chloro-2,3-dimethoxynaphthalene-1,4-diol-diacetate, (2E)-N-[4-[4-(diphenylmethyl)-1-piperazinyl]butyl]-3-(6-methyl-3-pyridinyl)-2-propenamide, 1-methyl-6-[[[3-(tetrahydro-4-methoxy-2-methyl-2H-pyran-4-yl)-2-propenyl]oxy]methyl]-

2(1H)-quinolinone, N-Hydroxy-N-[4-[3-(4-fluorophenoxy)phenyl]-3-butyn-2-yl]-urea, N-[[5-(4-fluorophenoxy)furan-2-yl]-1-methyl-2-propynyl]-N-hydroxyurea, N-[3-[5-(4-fluorophenoxy)-2-furanyl]-1-methyl-2-propynyl]-N-hydroxyurea, (R)-(+)-N-[3-[5-[(4-fluorophenyl)methyl]-2-thienyl]-1-methyl-2-propynyl]-N-hydroxyurea, N-[4-[4-(diphenylmethyl)-1-piperazinyl]butyl]-3-(6-methyl-3-pyridyl) acrylamide,(R)-2-[4-(quinolin-2-yl-methoxy)phenyl]-2-cyclopentyl-acetic acid, dihydro-4-(3,5-di-tert-butyl-4-hydroxybenzylidene)-2-methyl-2H-1,2-oxazin-3(4H)-one, 2-butyl-4-methoxy-1-naphthalenol-acetate, N'-[[2-[2-[(4-chlorophenyl)thio] ethoxy]-3-methoxy-5-[(2R,5R)-tetrahydro-5-(3,4,5-trimethoxyphenyl)-2-furanyl] phenyl]methyl]-N-hydroxy-N-methyl-urea, 2,3,5-Trimethyl-6-(3-pyridylmethyl)-1,4-benzoquinone, 4,6-dimethyl-2-[(6-phenyl hexyl)amino]-5-pyrimidinol phosphate (1:1) (salt), 4-(2-quinolylmethoxy)-N-(3-fluorobenzyl-phenyl-amino-methyl-4-benzoic-acid, 4-[(4-fluorophenyl) methyl]-2-[hexahydro-1-(2-phenylethyl)-1H-azepin-4-yl]-1(2H)-phthalazinone, 3-[1-(4-chlorobenzyl)-3-*t*-butyl-thio-5-isopropylindol-2-yl]-2, 2-dimethylpropanoic acid,[2,2-dimethyl-6-(4-chlorophenyl)-7-phenyl-2, 3-dihydro-1H-pyrrolizine-5-yl]-acetic acid, 6-[[4-(4-chlorophenoxy) phenoxy]methyl]-1-hydroxy-4-methyl-2(1H)-pyridinone, 10-(3-chlorophenyl)-6,8,9,10-tetrahydro- benzo[b][1,8]naphthyridin-5(7H)-one, 5-(4-chlorophenyl)-N-hydroxy-(4-methoxyphenyl)-N-methyl-1H-pyrazole-3-propanamide, 1-([5-(3-methoxy-4-ethoxycarbonyloxyphenyl)-2,4-pentadienoyl]aminoethyl)-4-diphenylmethoxypiperidine, 6-[(3-fluoro-5-[4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl])phenoxy-methyl]-1-methyl-2-quinolone, 2-amino-5-hydroxy-8-methylnonyl ester-benzoic acid, 3,6-dimethoxy-1,2-dimethyl-9H-carbazol-4-ol, 6-diazo-3-methyl-4-[(1E)-1,3,5-trimethyl-1-hexenyl]-2,5,7,8(1H,6H)-quinolinetetrone, N-[2-[[2-[(4'-fluoro[1,1'-biphenyl]-4-yl)methyl]-1,2,3,4-tetrahydro-1-oxo-6-isoquinolinyl]oxy]ethyl]-N-hydroxy-urea, (Z)-5-[[3,5-bis(1,1-dimethylethyl)-4-hydroxyphenyl]-methylene]-2-imino-4-thiazolidinone- methanesulfonate salt, 4-[4,6-bis-t-butyl-5-hydroxy-2-pyrimidinyl]-1,3-dihydro-5-methyl-2H-imidazol-2-one, 6-hydroxy-5,7-dimethyl-2-methylamino-4-(3-pyridylmethyl)-benzothiazole, N-[2-(4-(benzhydryloxy)piperidino)ethyl]-3-hydroxy-5-(3-pyridylmethoxy)-2-naphthamide, 2,2-dibutyl-1,2,3,4-tetrahydro-5-(2-quinolinylmethoxy)-1-naphthalenol, (2-[2-[1-(4-chlorobenzyl)-4-methyl-6-[(5-phenylpyridin-2-yl)methoxy]-4,5-dihydro-1H-thiopyrano[2,3,4-cd]indol-2-yl]ethoxy]-butanoic acid, 1,6-anhydro-3-C-[6-[[[7-cyano-5-(3-furanyl)-2-naphthal enyl]oxy]methyl]-2-pyridinyl]-2,4-dideoxy-*b*-D-threo-hexopyranose, 5-[[3,5-bis(1,1-dimethylethyl)-4-hydroxy phenyl]methylene]-3-(methylamino)-4-thiazolidinone, 5-[[3,5-bis(1,1-dimethyl ethyl)-4-hydroxyphenyl]methylene]-4-thiazolidinone, (S)-N-hydroxy-N-(2,3-dihydro-6-phenylmethoxy-3-benzyofuranyl)-urea, 1-[(4-chlorophenyl)methyl]-2-methyl-5-(2-

B4 B1 cont'd

quinolinylmethoxy)-1H-indole-3-acetic acid, 2-[2,3-dihydro-1-methoxy-6-(2-naphthalenylmethoxy)-1H-inden-1-yl]-thiazole, (6-[(3-fluoro-5-[4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl])phenoxymethyl]-1-ethyl-2-quinolone, 1,2-dihydro-n-(2-thiazolyl)-1-oxopyrrolo(3,2,1-kl)phenothiazine-1-carboxamide, tetrahydro-1-phenyl-1,2,4-triazin-3(2H)-one, N-[1-(3-Furyl)ethyl]-N-hydroxyurea, N-hydroxy-N-[1-[4-(phenylmethoxy)phenyl]ethyl]-acetamide, 1-[4-[3-[4-[bis(4-fluorophenyl)hydroxymethyl]-1-piperidinyl]propoxy]-3-methoxyphenyl]-ethanone, mono[2,6-dimethyl-4-[(1E)-2-(2-thienyl) ethenyl]phenyl]-butanedioic acid, 2,6-bis(1,1-dimethylethyl)-4-[2-(3-pyridinyl)ethenyl]-phenol, 2,6-dimethyl-4-[2-(2-thienyl)ethenyl]-phenol, 9-phenylnonanophydroxamic acid, 4-hydroxy-3-methoxy-1,2-dimethylcarbazole, N-hydroxy-N-[1-methyl-3-(3-phenoxyphenyl)-2-propenyl]-acetamide, 2-phenylhydrazide-benzenecarboximidic acid, 4-(cyclohexyl methylamino)-1,2-naphthalenediol, diacetate ester, (2E)-3-[4-(2,5-dimethyl-1H-pyrrol-1-yl)phenyl]-N-hydroxy-N-methyl-2-propenamide, N-hydroxy-N-[(6-phenoxy-2H-1-benzopyran-3-yl)methyl]-urea, N-[[6-(4-fluorophenoxy)-2H-1-benzopyran-3-yl]methyl]-N-hydroxy-N-methyl-urea, methyl 2-[(3,4-dihydro-3,4-dioxo-1-naphthalenyl)amino]-benzoate, monohydrobromide-6-(2,2-dimethylhydrazino)-5,6,7,8-tetrahydro-1,2-naphthalenediol, 5-[3,5-bis(1,1-dimethylethyl)-4-hydroxyphenyl]-1,3,4-thiadiazole-2(3H)-thione, choline salt, 5-[[3,5-bis(1,1-dimethylethyl)-4-hydroxyphenyl]methylene]-2,4-thiazolidinedione, 3',4',5-trihydroxy-6,7-dimethoxyflavone, 3,5,6-trimethyl--1,4-dione- 2-(12-hydroxy-5,10-dodecadiynyl)-2,5-cyclohexadiene, 2-benzyl-1-naphthol, N-methoxy-3-(3,5-di-tert-butyl-4-hydroxybenzylidene pyrrolidin-2-one, 6-hydroxy-2-(4-sulfamoylbenzylamino)-4,5,7-trimethylbenzothiazole hydrochloride, 4-[(1E)-2-(4-fluorophenyl)ethenyl]-2,6-dimethyl-phenol, 1,6-diol, 4-(hydroxymethyl)-7-methyl-8-[3-methyl-3-(3-methylbutyl) oxiranyl]-9H-carbazole, 5-(3-phenylpropyl)-2-thiophenepentanoic acid, 4,5-dihydro-5-methyl-1-(4,5,6,7-tetrahydro-2-benzothiazolyl)-1H-pyrazol-3-amine, 4-[(2E)-3-(3,4-dihydroxyphenyl)-2-propenoate]-2-(3,4-dihydroxy phenyl)ethyl-6-O-(6-deoxy-a-L-mannopyranosyl)-*b*-D-Glucopyranoside, N-(4-methoxyphenyl)-1-phenyl-1H-pyrazol-3-amine, 1-[3-(naphth-2-ylmethoxy)phenyl]-1-(thiazol-2-yl)propyl methyl ether, 2-N-heptyl-4-hydroxyquinoline-N-oxide, 4-bromo-2,7-dimethoxy-3,4-phenothizin-3-one, 6-[1-[2-(hydroxymethyl)phenyl]-1-propen-3-yl]-2,3-dihydro-5-benzofuranol, 3-hydroxy-5-trifluoromethyl-N-(2-(2-thienyl)-2-phenyl-ethenyl)-benzo(b)thiophene-2-carboxamide, 2-[(4-methoxyphenyl)methyl]-3-methyl-4-hydroxy-5-propyl-7-chlorobenzofuran, 2,3-dihydro-6-(3-phenoxypropyl)-2-(2-phenylethyl)-5-benzofuranol, [[4-(4-chlorophenyl)-1-[4-(2-quinolinylmethoxy)phenyl]butyl] thio]-acetic acid, N-hydroxy-N-methyl-3-[2-(methylthio)phenyl]-2-propenamide, 3-(1((4-chlorophenyl)methyl)-3((1,1-dimethyl-

B 4 B'1 cont'd

ethyl)thio)-5(quinolin-2-yl-methyl-oxy)-1H-indol-2-yl)-2,2-dimethyl-propanoate, N-hydroxy-14-methyl-N-nitroso-1-pentadecanamine, 2-amino-4-[(4-methylphenyl)thio]-phenol hydrochloride, (2E,11Z,14Z)-N-[2,3-dihydro-3-(1H-tetrazol-5-yl)-1,4-benzodioxin-5-yl]-N-methyl-2,11,14-eicosatrienamide, (2E,11Z,14Z)-N-[4-hydroxy-2-(1H-tetrazol-5-yl)-8-quinolinyl]-2,11,14-eicosatrienamide, (E)-2,6-bis(1,1-dimethyl-ethyl)-4-[2-(5-methyl-1H-pyrazol-3-yl)ethenyl]-phenol, 2-[3(1-hydroxyhexyl)phenoxymethyl]-quinoline hydrochloride, N-hydroxy-N-methyl-7-propoxy-2-naphthaleneethanamine, methyl-2-[[3-(1-hydroxypentyl) phenoxy]methyl]-benzoic acid (ester), a-pentyl-3-(2-quinolinylmethoxy)-benzenemethanol, N–hydroxy-N-methyl-4-(phenylmethoxy)-benzeneacetamide, 3-(3,5-bis(1,1-dimethyl)-4-hydroxyphenyl)thiol]-N-methyl-N-[2-(2-pyridinyl-propanamide), (R*, S*)-1-methylpropoxy]-[(1R,2S)-2-[[3,5-bis(1,1-dimethylethyl)-4-hydroxyphenyl]thio]-acetic acid, 2-(4-fluorophenyl)-6,7-dihydro-3-(4-pyridinyl)-5H-pyrrolo[1,2-a]-imidazole, 6,7-dihydro-2-(4-methoxyphenyl)-3-(4-pyridinyl)-5H-pyrrolo[1,2-a]-imidazole, 2-(4-methylsulfinylphenyl)-3-(4-pyridyl)-6,7-dihydro-[5H]-pyrrolo[1,2-a]-imidazole, (7E)-8-(2-naphthyl)-5,6-trans-5,6-methano-7-octenoic acid, (2E,4E)-N-[2-[4-(diphenyl methoxy)-1-piperidinyl] ethyl]-5-(4-hydroxy-3-methoxyphenyl)-2,4-pentadienamide, (2E)-N-[2-[4-(diphenylmethoxy)-1-piperidinyl]ethyl]-3-(4-hydroxy-3-methoxy phenyl)-2-propenamide, (2E)-N-[3-[4-(diphenylmethyl)-1-piperazinyl]propyl]-3-(4-hydroxy-3-methoxy phenyl)-2-propenamide, (2Z,5Z,8Z,11Z,14Z,17Z)-N-[4-[[(2E)-3-(3,4-dihydroxyphenyl)-1-oxo-2-propenyl]amino]butyl]-2,5,8,11,14,17-eicosahexaenamide, (2E)-N-[2-[4-[(4-chlorophenyl) phenylmethyl]-1-piperazinyl]ethyl]-3-(4-hydroxy-3-methoxyphenyl)-2-propenamide, 2-(4-hydroxy-3,5-dimethylphenyl)-5-methoxy-3-methylindole, 1,8-diethyl-1,3,4,9-tetrahydro-6-(2-quinolinylmethoxy)-pyrano[3,4-b]indole-1-acetic acid, 2-[(1-naphthalenyloxy)methyl]-quinoline, 1,1,1-trifluoro-N-[3-(2-quinolinylmethoxy)phenyl]-methanesulfonamide, α-methyl-6-(2-quinolinylmethoxy)-2-naphthalene-acetic acid, and 1-butyl-5-hydroxy-2-methyl-N-[1-(2-phenylethyl)-4-piperidinyl]-1H-indole-3-carboxamide, hydrochloride.

B (cont'd)

Replace claim 12 with the following:

12. (once amended) The composition of Claim 11 wherein the 5-lipoxygenase inhibitor is selected from (R*,S*)-4,4-(2,3-dimethyl-1,4-butanediyl)bis-1,2-benzenediol, (Z)-5-Chloro-2,3-dihydro-3-(hydroxy-2-thienylmethylene)-2-oxo-1H-indole-1-carboxamide, N-(1-Benzo[b]thien-2-yl-ethyl)-N-hydroxyurea, 4-[2',4'-difluorbiphenyl]-4-oxo-methyl-butanic acid, 6-chloro-2,3-dimethoxynaphthalene-1,4-diol-diacetate, (2E)-N-

[4-[4-(diphenylmethyl)-1-piperazinyl]butyl]-3-(6-methyl-3-pyridinyl)-2-propenamide, 1-methyl-6-[[[3-(tetrahydro-4-methoxy-2-methyl-2H-pyran-4-yl)-2-propenyl]oxy]methyl]-2(1H)-quinolinone, N-Hydroxy-N-[4-[3-(4-fluorophenoxy)phenyl]-3-butyn-2-yl]-urea, N-[[5-(4-fluorophenoxy)furan-2-yl]-1-methyl-2-propynyl]-N-hydroxyurea, N-[3-[5-(4-fluorophenoxy)-2-furanyl]-1-methyl-2-propynyl]-N-hydroxyurea, (R)-(+)-N-[3-[5-[(4-fluorophenyl)methyl]-2-thienyl]-1-methyl-2-propynyl]-N-hydroxyurea, N-[4-[4-(diphenylmethyl)-1-piperazinyl]butyl]-3-(6-methyl-3-pyridyl) acrylamide, (R)-2-[4-(quinolin-2-yl-methoxy)phenyl]-2-cyclopentyl-acetic acid, dihydro-4-(3,5-di-tert-butyl-4-hydroxybenzylidene)-2-methyl-2H-1,2-oxazin-3(4H)-one, 2-butyl-4-methoxy-1-naphthalenol-acetate, N'-[[2-[2-[(4-chlorophenyl)thio] ethoxy]-3-methoxy-5-[(2R,5R)-tetrahydro-5-(3,4,5-trimethoxyphenyl)-2-furanyl] phenyl]methyl]-N-hydroxy-N-methyl-urea, 2,3,5-Trimethyl-6-(3-pyridylmethyl)-1,4-benzoquinone, N-[2-[[2-[(4'-fluoro[1,1'-biphenyl]-4-yl)methyl]-1,2,3,4-tetrahydro-1-oxo-6-isoquinolinyl]oxy]ethyl]-N-hydroxy-urea, 4,6-dimethyl-2-[(6-phenyl hexyl)amino]-5-pyrimidinol phosphate (1:1) (salt), 4-(2-quinolylmethoxy)-N-(3-fluorobenzyl-phenyl-amino-methyl-4-benzoic-acid, 4-[(4-fluorophenyl) methyl]-2-[hexahydro-1-(2-phenylethyl)-1H-azepin-4-yl]-1(2H)-phthalazinone, 6-chloro-2,3-dimethoxynaphthalene-1,4-diol-diacetate, 3-[1-(4-chlorobenzyl)-3-*t*-butyl-thio-5-isopropylindol-2-yl]-2, 2-dimethylpropanoic acid, (2-[2-[1-(4-chlorobenzyl)-4-methyl-6-[(5-phenylpyridin-2-yl)methoxy]-4,5-dihydro-1H-thiopyrano[2,3,4-cd]indol-2-yl]ethoxy]-butanoic acid, [2,2-dimethyl-6-(4-chlorophenyl)-7-phenyl-2, 3-dihydro-1H-pyrrolizine-5-yl]-acetic acid, 6-[[4-(4-chlorophenoxy) phenoxy]methyl]-1-hydroxy-4-methyl-2(1H)-pyridinone, 10-(3-chlorophenyl)-6,8,9,10-tetrahydro- benzo[b][1,8]naphthyridin-5(7H)-one, 5-(4-chlorophenyl)-N-hydroxy-(4-methoxyphenyl)-N-methyl-1H-pyrazole-3-propanamide, 1-([5-(3-methoxy-4-ethoxycarbonyloxyphenyl)-2,4-pentadienoyl]aminoethyl)-4-diphenylmethoxypiperidine, 2-[2,3-dihydro-1-methoxy-6-(2-naphthalenylmethoxy)-1H-inden-1-yl]-thiazole, (6-[(3-fluoro-5-[4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl])phenoxymethyl]-1-ethyl-2-quinolone, and 6-[(3-fluoro-5-[4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl])phenoxy-methyl]-1-methyl-2-quinolone.

B cont'd

Replace claim 13 with the following:

13. (once amended) The composition of Claim 12 wherein the 5-lipoxygenase inhibitor is selected from (Z)-5-Chloro-2,3-dihydro-3-(hydroxy-2-thienylmethylene)-2-oxo-1H-indole-1-carboxamide, N-(1-Benzo[b]thien-2-yl-ethyl)-N-hydroxyurea, 4-[2',4'-difluorbiphenyl]-4-oxo-methyl-butanic acid, 6-chloro-2,3-dimethoxynaphthalene-1,4-diol-

diacetate, (2E)-N-[4-[4-(diphenylmethyl)-1-piperazinyl]butyl]-3-(6-methyl-3-pyridinyl)-2-propenamide, 1-methyl-6-[[[3-(tetrahydro-4-methoxy-2-methyl-2H-pyran-4-yl)-2-propenyl]oxy]methyl]-2(1H)-quinolinone, N-Hydroxy-N-[4-[3-(4-fluorophenoxy)phenyl]-3-butyn-2-yl]-urea, N-[[5-(4-fluorophenoxy)furan-2-yl]-1-methyl-2-propynyl]-N-hydroxyurea, N-[3-[5-(4-fluorophenoxy)-2-furanyl]-1-methyl-2-propynyl]-N-hydroxyurea, (R)-(+)-N-[3-[5-[(4-fluorophenyl)methyl]-2-thienyl]-1-methyl-2-propynyl]-N-hydroxyurea, N-[2-[[2-[(4'-fluoro[1,1'-biphenyl]-4-yl)methyl]-1,2,3,4-tetrahydro-1-oxo-6-isoquinolinyl]oxy]ethyl]-N-hydroxy-urea, dihydro-4-(3,5-di-tert-butyl-4-hydroxybenzylidene)-2-methyl-2H-1,2-oxazin-3(4H)-one, 4-(2-quinolylmethoxy)-N-(3-fluorobenzyl-phenyl-amino-methyl-4-benzoic-acid, 6-chloro-2,3-dimethoxynaphthalene-1,4-diol-diacetate, (2-[2-[1-(4-chlorobenzyl)-4-methyl-6-[(5-phenylpyridin-2-yl)methoxy]-4,5-dihydro-1H-thiopyrano[2,3,4-cd]indol-2-yl]ethoxy]-butanoic acid, [2,2-dimethyl-6-(4-chlorophenyl)-7-phenyl-2, 3-dihydro-1H-pyrrolizine-5-yl]-acetic acid, 1-([5-(3-methoxy-4-ethoxycarbonyloxyphenyl)-2,4-pentadienoyl]aminoethyl)-4-diphenylmethoxypiperidine, 2-[2,3-dihydro-1-methoxy-6-(2-naphthalenylmethoxy)-1H-inden-1-yl]-thiazole, (6-[(3-fluoro-5-[4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl])phenoxymethyl]-1-ethyl-2-quinolone, and 6-[(3-fluoro-5-[4-methoxy-3,4,5,6-tetrahydro-2H-pyran-4-yl])phenoxy-methyl]-1-methyl-2-quinolone.

Replace claim 14 with the following:

14. (once amended) The composition of claim 10 wherein A is selected from oxazolyl, isoxazolyl, thienyl, dihydrofuryl, furyl, pyrrolyl, pyrazolyl, thiazolyl, imidazolyl, isothiazolyl, cyclopentenyl, phenyl, and pyridyl; wherein R^1 is selected from 5- and 6-membered heterocyclo, lower cycloalkyl, lower cycloalkenyl and aryl selected from phenyl, biphenyl and naphthyl, wherein R^1 is optionally substituted at a substitutable position with one or more radicals selected from lower alkyl, lower haloalkyl, cyano, carboxyl, lower alkoxycarbonyl, hydroxyl, lower hydroxyalkyl, lower haloalkoxy, amino, lower alkylamino, phenylamino, nitro, lower alkoxyalkyl, lower alkylsulfinyl, halo, lower alkoxy and lower alkylthio; wherein R^2 is selected from lower alkyl and amino; and wherein R^3 is a radical selected from halo, lower alkyl, oxo, cyano, carboxyl, lower cycloalkyl, heteroaryloxy, lower alkyloxy, lower cycloalkyl, phenyl, lower haloalkyl, 5- or 6-membered heterocyclo, lower hydroxyalkyl, lower aralkyl, acyl, phenylcarbonyl, lower alkoxyalkyl, heteroaryloxy, alkoxycarbonyl, aminocarbonyl, alkylaminocarbonyl, alkylamino, aminoalkyl, alkylaminoalkyl, aryloxy, and aralkoxy; or a pharmaceutically-acceptable salt thereof.

Replace claim 15 with the following:

15. (once amended) The composition of Claim 14 wherein A is selected from oxazolyl, isoxazolyl, dihydrofuryl, imidazolyl, and pyrazolyl; wherein R^1 is selected from 5- and 6-membered heterocyclo, and aryl selected from phenyl, biphenyl and naphthyl, wherein R^1 is optionally substituted at a substitutable position with one or more radicals selected from lower alkyl, lower haloalkyl, cyano, carboxyl, lower alkoxycarbonyl, hydroxyl, lower hydroxyalkyl, lower haloalkoxy, amino, lower alkylamino, phenylamino, nitro, lower alkoxyalkyl, lower alkylsulfinyl, halo, lower alkoxy and lower alkylthio; wherein R^2 is amino; and wherein R^3 is a radical selected from oxo, cyano, carboxyl, lower alkoxycarbonyl, lower carboxyalkyl, lower cyanoalkyl, halo, lower alkyl, lower alkyloxy, lower cycloalkyl, phenyl, lower haloalkyl, 5- or 6-membered heterocyclo, lower hydroxyalkyl, lower aralkyl, acyl, phenylcarbonyl, lower alkoxyalkyl, 5- or 6-membered heteroaryloxy, aminocarbonyl, lower alkylaminocarbonyl, lower alkylamino, lower aminoalkyl, lower alkylaminoalkyl, phenyloxy, and lower aralkoxy; or a pharmaceutically-acceptable salt thereof.

B cont'd

Replace claim 16 with the following:

16. (once amended) The composition of Claim 15 wherein A is selected from oxazolyl, isoxazolyl, imidazolyl, and pyrazolyl; wherein R^1 is phenyl optionally substituted
at a substitutable position with one or more radicals selected from methyl, ethyl, isopropyl, butyl, tert-butyl, isobutyl, pentyl, hexyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, N-N-dipropylamino, –butylamino, N-methyl-N-ethylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy, ethoxy, propoxy, n-butoxy, pentoxy, and methylthio; wherein R^2 is amino; and wherein R^3 is a radical selected from oxo, cyano, carboxyl, methoxycarbonyl, ethoxycarbonyl, carboxypropyl, carboxymethyl, carboxyethyl, cyanomethyl, fluoro, chloro, bromo, methyl, ethyl, isopropyl, butyl, tert-butyl, isobutyl, pentyl, hexyl, fluoromethyl, difluoromethyl, trifluoromethyl, pentafluoroethyl, dichloromethyl, trichloromethyl, pentafluoroethyl, heptafluoropropyl, fluoromethyl, difluoroethyl, difluoropropyl, dichloroethyl, dichloropropyl, methoxy, ethoxy, propoxy, n-butoxy, pentoxy, cyclohexyl, phenyl, pyridyl, thienyl, thiazolyl, oxazolyl, furyl, pyrazinyl, hydroxylmethyl, hydroxypropyl, benzyl, formyl, phenylcarbonyl, methoxymethyl, furylmethyloxy,

aminocarbonyl, N-methylaminocarbonyl, –N-dimethylaminocarbonyl, N,N-methylamino, N-ethylamino, N,N-dipropylamino, N-butylamino, N-methyl-N-ethylamino, aminomethyl, N,N-dimethylaminomethyl, N-methyl-N-ethylaminomethyl, benzyloxy, and phenyloxy; or a pharmaceutically-acceptable salt thereof.

Replace claim 17 with the following:

17. (twice amended) The composition of Claim 16 wherein the cyclooxygenase-2 inhibitor is selected from compounds, their prodrugs and their pharmaceutically-acceptable salts, of the group consisting of

3-(3,4-difluorophenyl)-4-(4-methylsulfonylphenyl)-2-(5H)-furanone;

3-phenyl-4-(4-methylsulfonylphenyl)-2-(5H)-furanone;

4-[5-(4-chlorophenyl)-3-(trifluoromethyl)-1H-pyrazol-1-yl]benzenesulfonamide;

4-[5-(4-methylphenyl)-3-(trifluoromethyl)-1H-pyrazol-1-yl]benzenesulfonamide;

4-[5-(3-fluoro-4-methoxyphenyl)-3-(difluoromethyl)-1H-pyrazol-1-yl]benzenesulfonamide;

3-[1-[4-(methylsulfonyl)phenyl]-4-trifluoromethyl-1H-imidazol-2-yl]pyridine;

2-methyl-5-[1-[4-(methylsulfonyl)phenyl]-4-trifluoromethyl-1H-imidazol-2-yl]pyridine;

4-[2-(5-methylpyridin-3-yl)-4-(trifluoromethyl)-1H-imidazol-1-yl]benzenesulfonamide;

4-[5-methyl-3-phenylisoxazol-4-yl]benzenesulfonamide;

4-[5-hydroxyethyl-3-phenylisoxazol-4-yl]benzenesulfonamide;

[2-trifluoromethyl-5-(3,4-difluorophenyl)-4-oxazolyl]benzenesulfonamide;

4-[2-methyl-4-phenyl-5-oxazolyl]benzenesulfonamide; and

4-[5-(3-fluoro-4-methoxyphenyl-2-trifluoromethyl)-4-oxazolyl]benzenesulfonamide.